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ELIAS C. ALVORD (1942)
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RECORDATION NO. 18541-C
FILED 1425
APR 21 1994 -11 05 AM
OF COUNSEL
URBAN A. LESTER
INTERSTATE COMMERCE COMMISSION

April 21, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 18541-B
FILED 1425
APR 21 1994 -11 05 AM
INTERSTATE COMMERCE COMMISSION
RECEIVED
OFFICE OF THE
CLERK
APR 21 10 57 AM '94
COUNCILS BRANCH

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of April 20, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18541 and 18541-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: Borden Packaging & Industrial Products
180 East Broad Street
Columbus, Ohio 43215

Assignee: BA Leasing & Capital Corporation
Four Embarcadero Center, Suite 1200
San Francisco, California 94111

Handwritten signature: C. Strickland

Mr. Sidney L. Strickland, Jr.
April 21, 1994
Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid secondary documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Borden

RECORDATION NO. 18541-B FILED 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
, at , Recordation No..

Memorandum dated as of April 20, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

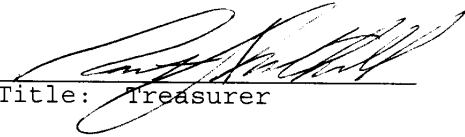
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED

by


Title: Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 20th day of April, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Teresa Komendowski
NOTARY PUBLIC

My commission expires:

TERESA KOMENDOWSKI
Notary Public, State of New York
No. 4823827
Qualified in Queens County
Commission Expires May 31, 1995

EXHIBIT A

Equipment

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Identifying Numbers (Both Inclusive)</u>	<u>Number of Cars</u>	<u>AAR Designation</u>
Borden Packaging	99660143	ACFX 95036 ACFX 95037 ACFX 95041 ACFX 95042 ACFX 95045 ACFX 95046 ACFX 95047 ACFX 95050 ACFX 95052 ACFX 95054	10	T108